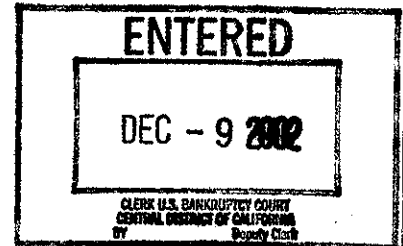
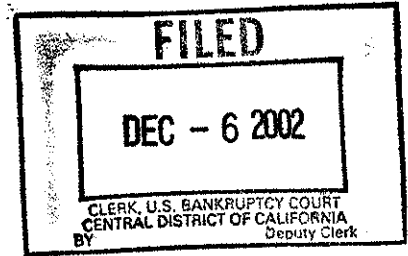


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5 725 South Figueroa Street, Suite 2800
6 Los Angeles, CA 90017-5406
7 Phone: (213) 488-7100
8 Fax: (213) 629-1033

9 Counsel to Secured Creditor
10 GMAC COMMERCIAL CREDIT LLC



11 UNITED STATES BANKRUPTCY COURT
12 CENTRAL DISTRICT OF CALIFORNIA
13 SANTA ANA DIVISION

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CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
BY: [Signature] DEPUTY

Aviation Distributors, Inc.,

Debtor.

Case No. SA 02-17605 RA

CHAPTER 7

~~PROPOSED~~ ORDER ON MOTION OF
GMAC COMMERCIAL CREDIT LLC
FOR ORDER TO COMPEL
ABANDONMENT OF PROPERTY OF
THE ESTATE.

[11 U.S.C. §554(b); Fed. R. Bankr. P.
6007(b); Local Bankr. R. 9013-1(g)(1)(B)]

[No Hearing Required]

38 [Signature]

1 On October 29, 2002 and October 30, 2002, GMAC Commercial Credit LLC
2 ("GMACCC") filed and served its Motion for Order to Compel Abandonment of Property
3 of the Estate (the "Motion") without a hearing pursuant to Local Bankruptcy Rule 9013-
4 1(g)(1)(B).

5 Pursuant to the requirements of Local Bankruptcy Rule 9013-1(g)(1), more than
6 fifteen (15) days have passed since the Motion was filed and served, and no opposition was
7 received by this Court.

8 Therefore, the Court, having read and considered all the pleadings and papers filed
9 in support of the Motion, finding notice of the hearing on the Motion to be proper, and
10 finding good and just cause, HEREBY ORDERS and DECREES as follows:

- 11 1. The Motion is granted in its entirety;
- 12 2. The property of the estate constituting GMACCC's Collateral, as more fully
13 described in the Motion, is of inconsequential value and no benefit to the estate, and,
14 accordingly, is abandoned¹;
- 15 3. The rights and remedies of GMACCC and Aviation Distributors, Inc., the
16 debtor in the instant Chapter 7 proceeding (the "Debtor"), to the Collateral shall be
17 determined in accordance with the Documents attached as Exhibits "A" through "J" to the
18 Motion and applicable law.

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28 ¹ All capitalized terms herein not otherwise defined are as defined in the Motion.

CERTIFICATE RE NOTICE

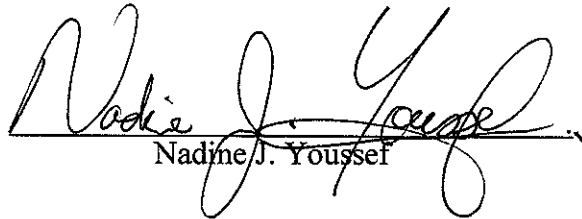
The undersigned attorney hereby certifies that:

1. The entities served as set forth in the annexed proof of service are all of the entities required by applicable law to be served with the pleading(s) referred to therein; and

2. The names and addresses of such entities set forth in the annexed proof of service are their correct names and addresses according to the records of the United States Bankruptcy Court for the case specified below in which such proof of service is to be filed.

The undersigned hereby acknowledges that this Certificate is filed in compliance with Bankruptcy Rule 9011(a) and may be relied upon by the Bankruptcy Court for the purpose of determining whether each pleading which is the subject of such proof of service has been properly served.

Dated: November 18, 2002


Nadine J. Youssef

Case Name: In re Aviation Distributors, Inc.
Case Number: SA 02-17605-RA

Docket No. SA 02 17605 RA

PROOF OF SERVICE BY MAIL

I, Diane Barraza, the undersigned, hereby declare as follows:

1. I am over the age of 18 years and am not a party to the within cause. I am employed by Pillsbury Winthrop LLP in the City of Los Angeles, California.

2. My business address is 725 South Figueroa Street, Suite 2800, Los Angeles, CA 90017-5406.

3. I am familiar with Pillsbury Winthrop LLP's practice for collection and processing of correspondence for mailing with the United States Postal Service; in the ordinary course of business, correspondence placed in interoffice mail is deposited with the United States Postal Service with first class postage thereon fully prepaid on the same day it is placed for collection and mailing.

4. On November 19, 2002, at 725 South Figueroa Street, Suite 2800, Los Angeles, California, I served a true copy of the attached document(s) titled exactly [PROPOSED] ORDER ON MOTION OF GMAC COMMERCIAL CREDIT LLC FOR ORDER TO COMPEL ABANDONMENT OF PROPERTY OF THE ESTATE by placing it/them in an addressed, sealed envelope clearly labeled to identify the person being served at the address shown below and placed in interoffice mail for collection and deposit in the United States Postal Service on that date following ordinary business practices:

[See Attached Service List]

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19th day of November, 2002, at Los Angeles, California.


Diane Barraza

SERVICE LIST

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Debtor

Gary Brookshire
Aviation Distributors, Inc.
One Capital Drive
Lake Forest, CA 92630-2203

Chapter 7 Trustee

James Joseph
411 West Fourth Street, Suite 9041
Santa Ana, CA 92701-8000

Counsel for Debtor

William S. Brody, Esq.
Bernard D. Bollinger, Jr., Esq.
Buchalter Nemer Fields & Younger
601 South Figueroa Street, Suite 2400
Los Angeles, CA 90017-5704

U.S. Trustee

Office of the U.S. Trustee
411 West Fourth Street, Suite 9041
Santa Ana, CA 92701-8000

*Physically attach this form as the last page of the proposed Order or Judgment.
Do not file this form as a separate document.*

In re Aviation Distributors, Inc.,

Debtor.

CHAPTER 7

CASE NUMBER SA 02-17605 RA

**NOTICE OF ENTRY OF JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING**

TO ALL PARTIES IN INTEREST ON THE ATTACHED SERVICE LIST:

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021-1(1)(a)(v), that a judgment or order entitled (specify):

ORDER ON MOTION OF GMAC COMMERCIAL CREDIT LLC FOR ORDER TO COMPEL
ABANDONMENT OF PROPERTY OF THE ESTATE

was entered on (specify date): **DEC - 9 2002**

2. I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities on the attached service list on (specify date):

DEC - 9 2002

Dated **DEC - 9 2002**

JON D. CERETTO
Clerk of the Bankruptcy Court

By:


Deputy Clerk

Debtor

Gary Brookshire
Aviation Distributors, Inc.
One Capital Drive
Lake Forest, CA 92630-2203

Chapter 7 Trustee

James Joseph
411 West Fourth Street, Suite 9041
Santa Ana, CA 92701-8000

Counsel for Debtor

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U.S. Trustee

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411 West Fourth Street, Suite 9041
Santa Ana, CA 92701-8000

Counsel for Secured Creditor

GMAC Commercial Credit LLC

Nadine Youssef, Esq.
PILLSBURY WINTHROP LLP
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Los Angeles, CA 90017-5406